



Uno Minda Limited

(formerly known as Minda Industries Limited)

(CIN-L74899DL1992PLC050333)

Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi-110052

Tel: +91 11 49373931/+91 124 2290427/28: Fax + 91 124 2290676 / 2290695

Website: www.unominda.com ; E-mail: csmil@unominda.com

NOTICE OF POSTAL BALLOT

{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time}

Dear Member(s),

Notice is hereby given to the members of Uno Minda Limited (formerly known as "Minda Industries Limited (the "Company") that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and notified by MCA and subject to other applicable laws and regulations, if any, the Company hereby seeks your approval in respect of the special businesses as set out hereunder by passing resolutions through postal ballot only by electronic voting (e-voting).

In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ("RTA"). Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules, SS-2 the MCA Circulars, Listing Regulations are appended below seeking consent of the Members of the Company through e-voting.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Rupesh Agarwal (ACS No. 16302, C.P. No.: 5673), Managing Partner, of M/s. Chandrasekaran Associates, Company Secretaries or failing him, Mr. Shashikant Tiwari (FCS No. 11919, C.P. No.: 13050) Partner of M/s. Chandrasekaran Associates, Company Secretaries, as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to provide Electronic Voting ("e-voting") facility, to all its members, to enable them to cast their votes electronically.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities to members of the Company.

The e-voting facility is available at the link <https://www.evoting.nsdl.com/>. Please refer the instructions for e-voting given herein below for the process and manner in which e-voting is to be carried out.

The members shall exercise their right to vote on the resolutions included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on Friday, August 11, 2023 at 09:00 A.M. IST and end on Saturday, September 09, 2023 at 05:00 P.M. IST. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Saturday, September 09, 2023 at 05:00 P.M. IST. E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman & Managing Director within prescribed time. The results of the Postal Ballot will be announced on or before Monday, September 11, 2023 by the Chairman & Managing Director or in his absence by the authorised person.

The results of the Postal Ballot will be intimated to the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.unominda.com).

com) as well as on NSDL's website- www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office & Corporate Office. In accordance with SS-2 the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Saturday, September 09, 2023 at 05:00 P.M. IST.

SPECIAL BUSINESSES:

1. TO APPROVE APPOINTMENT OF DR. KRISHANA KUMAR KHANDELWAL (DIN: 09477623) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) & 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and on the recommendations of the Nomination and Remuneration Committee of the Company and the Board of Directors of the Company, Dr. Krishana Kumar Khandelwal (DIN: 09477623) who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Independent Director on the Board of the Company w.e.f. June 15, 2023, and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as a Director in the category of an Independent Director of the Company, not liable to retire by rotation, and shall hold office for a period of 2 (two) consecutive years from the date of appointment i.e. June 15, 2023 up to June 14, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

2. TO CONSIDER AND APPROVE ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, the following Resolution(s) as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities), 2021 (including any statutory modifications or re-enactment thereon) and any other law as may be applicable, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the new sub-clause (d) after existing sub-clause (c) under clause 102 of the Articles of Association of the Company as detailed below:

(d) *Notwithstanding anything contained in these Articles, on occurrence of the events mentioned below, the Debenture Trustee(s) shall have a right but not an obligation, to nominate person(s) as their nominee on the Board of the Company, in accordance with the applicable laws and subject to the agreement in that regard between Debenture Trustee(s) and the Company:*

- i. two consecutive defaults in payment of interest to the debenture holders; or*
- ii. default in creation of security for debentures; or*
- iii. default in redemption of the debentures; or*
- iv. any other event as may be prescribed by Securities and Exchange Board of India.*

The Board shall appoint such persons as directors of the Company as nominated by the Debenture Trustee(s), as nominee directors within prescribed time and in accordance with the provisions of these articles.

The Nominee Director appointed under this clause shall not be liable to retire by rotation.

Debenture Trustee(s) as mentioned above may remove Nominee Director so appointed at any time and in case of cessation of office of such Nominee Director, by reasons of death or resignation or any other reasons whatsoever, nominate any other person to fill up the vacancy. Such nomination for appointment or withdrawal of nomination shall be made in writing to the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the alteration of the Articles of Association and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Registered Office:

Uno Minda Limited

(formerly known as Minda industries Limited)

B-64/1, Wazirpur Industrial Area, Delhi-110052

CIN : L74899DL1992PLC050333

**By order of the Board of Uno Minda Limited
(formerly known as Minda industries Limited)**

Date : 03-08-2023

Place : Gurugram

**Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994**

Notes:

- 1) The Explanatory Statement pursuant to section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts concerning to Resolutions are annexed hereto. Further, the relevant details, pursuant to Regulation 17(11) and 36(3) of the Listing Regulations and SS-2 respectively, in respect of Directors seeking appointment is also annexed hereto and forms part of the Notice.
- 2) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- 3) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/ the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, August 04, 2023 ("cut-off date"). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only
- 4) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, August 04, 2023.
- 5) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- 6) The members shall exercise their right to vote on the resolution included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on Friday, August 11, 2023 at 09:00 A.M. IST and end on Saturday, September 09, 2023 at 05:00 P.M. IST.
- 7) The Results of the Postal Ballot will be announced on or before Monday, September 11, 2023 by the Chairman & Managing Director or any other Director or the Company Secretary of the Company ("authorized person"), duly authorised in writing by the Chairman & Managing Director. The result will also be placed at the website of the company at www.unominda.com besides communicating to the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. on which the shares of the Company are listed. The same will be displayed on the notice board of the Company at its Registered Office & Corporate Office and will also be available on NSDL's website-www.evoting.nsdl.com.

8) Registration of email-id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of Aadhar Card, share certificate & Form ISR-1 in PDF or JPEG format (upto 1 MB).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id and also upload the image of CML, Aadhar Card & Form ISR-1 in PDF or JPEG format (upto 1 MB).

- 9) E-voting procedure is mentioned herein below.
- 10) This Postal Ballot notice is uploaded on the website of the Company i.e. www.unominda.com.


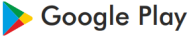


11) PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dpv@dpvassociates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle, Assistant Manager-NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@unominda.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@unominda.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General instructions:

1. Contact details of the official responsible to address the grievances connected with the e-voting for postal ballot: The Company Secretary, Uno Minda Limited (formerly known as Minda Industries Limited), Village Nawada Fatehpur, P.O. Sikandarpur Badda, Near IMT Manesar, Gurgaon-122004, Haryana, Tel: +91 124 2290676, E-mail: csmil@unominda.com.
2. All documents referred to in the accompanying Notice and the statement pursuant to section 102(1) of the Companies Act, 2013 will be available for inspection electronically during the business hours on all working days upto the date of declaration of the results of the Postal Ballot of the Company by writing an email to the Company at csmil@unominda.com. Further, the terms and condition of appointment of Independent Director is available on Company's website.

3. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.
4. SEBI has recently mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the Shareholder, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after October 01, 2023 in case any of the above cited documents/details are not available in the folio(s), RTA shall be constrained to freeze such folio(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.1

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Dr. Krishana Kumar Khandelwal (DIN: 09477623), as an Additional Director in the category of Independent Director of the Company, with effect from June 15, 2023.

Dr. Khandelwal began his career as an Assistant Professor in two Universities consecutively before joining IAS. He joined Indian Administrative Service in the Year 1985 and was allocated to Haryana cadre where he started his career as SDM Ferozpur Jhirka, erstwhile sub-division of district Gurgaon, after completing his training in August 1987. Thereafter, he worked in several administrative positions such as Additional Deputy Commissioner Gurgaon, Chief Executive Officer Mewat Development Agency, Additional Director Industries and Chairman Single Window Agency, Administrator Haryana Urban Development Authority Gurgaon and Administrator Haryana Urban Development Authority, Panchkula. In addition, he has also worked as Chief Administrator of Shri Mata Mansa Devi Shrine Board, Panchkula and Shri Sheetla Mata Shrine Board, Gurgaon.

He has been Deputy Commissioner of Faridabad and Chandigarh. While working as District Magistrate, District Collector and Deputy Commissioner Chandigarh, he also headed 28 departments in Union Territory Chandigarh, such as Estate Officer Chandigarh, Excise and Taxation Commissioner, Director Food Supplies, Inspector General Prisons, Inspector General Forests, Director Sports, Chairman Pollution Control Committee, Secretary Marketing Board, Labour Commissioner, Director Agriculture, Registrar Cooperative Societies etc.

Dr. Khandelwal has also served as Director Tourism, Haryana, Managing Director Haryana Tourism Corporation, Director Power Reforms Haryana, Director Renewal Energy Sources Haryana and Director Haryana Renewal Energy Development Agency, Director Information Technology Haryana, Managing Director Haryana State Electronics Development Corporation Limited (HARTRON), Director Rural Development, Director General School Education, Higher Education Commissioner, Labour Commissioner Haryana, Director Information and Public Relations Haryana.

Dr. Khandelwal also enriched his experience as a Principal Secretary/Additional Chief Secretary in Information and Public Relations Department, Irrigation and Water Resources Department, Medical Education Department, Sports and Youth Affairs Department, Environment Department, School Education Department, etc. He has also held the position of Chairman Haryana State Pollution Control Board. He was made in charge of the Golden Jubilee Celebrations of Haryana State and appointed as Additional Chief Secretary and Principal Executive Officer Swarna Jayanti Celebrations. He was made in charge of International Gita Mahotsav, Kurukshetra. Dr. Khandelwal has served for nearly eight years in the Chief Minister Office Haryana as Additional Principal Secretary to Chief Minister and Principal Secretary to Chief Minister Haryana. Dr. Khandelwal has recently superannuated from the position of Chairman of Haryana Real Estate Regulatory Authority, Gurugram.

Dr. K.K. Khandelwal has an excellent academic record and constant quest for knowledge to study new subjects. He has been a merit holder at the school, college and university levels. He relentlessly pursued studies for nearly forty years after graduation, having three PhDs and twenty-eight other degrees. He obtained Bachelor's degree in Civil Engineering (Honours) from University of Jodhpur in 1979. Post joining Indian Administrative Service, he did his LLB and Doctor of Philosophy in Laws from Punjab University, Chandigarh and did his LLM from Kurukshetra University in between.

He was conferred Doctor of Philosophy in Management by CDLU Sirsa, Haryana. He was also awarded Doctor of Philosophy in the area of Intellectual Property Rights with focus on Patents by Guru Jambheshwar University of Science and Technology Hisar. He has done Masters in Business Administration with specializations in Human Resource Management, International Business, Marketing and Information Technology. He has also done Post Graduate Diplomas in Industrial Relations and Personnel Management, Mass Communication, Travel and Tourism Management and Business Management. He also specialized in Information Technology by earning a degree in Master of Science (IT), Master in Computer Applications and Master of Philosophy in Computers. He is a qualified library science professional having both Bachelors and Masters degree in Library Science. He is post graduate in eight other disciplines including MA (Hosp. Admn.), MA (Hum. Rights), MA (Eco.), MA (Soc), MA (Psy.), MA (Pub. Admn.) MSW, M. Com (Ins. Mgmt). Owing to his keen interest in astrology, Dr. Khandelwal also passed Jyotish Visharad and Jyotish Praveen courses conducted by Bhartiya Vidhya Bhawan. His academic and research interests in diversified fields also culminated in publication of several reference books and research articles.

Educational Qualifications:

Ph.D. (Laws), Ph.D. (Mgmt.), Ph.D. (Patents), LLM, MBA (HRM), MBA (IT), MBA (IBM), MBA (Mkt), PGDIRPM, PGDMC, PGDTTM, PGDBM. MSc. (IT), MCA, M.Phil (Comp.), M.Com. (Ins. Mgmt.), MMC, MSW, B.Lib, M.Lib., MA (Hosp. Admn.), MA (Human Rights), MA (Eco.), MA (Soc), MA (Psy.), MA (Pub. Admn.), BE Civil (Hons.), LLB.

Training

Dr. Khandelwal has attended various national and International training and Skill courses such as :

SI No	Institute	Programme
1	Central Arid Zone Research Institute (CARZI) Jodhpur, Rajasthan	Integrated Watershed Planning and Management
2	Indian Institute of Foreign Trade	World Trade Organisation and New Economy Era
3	Centre for Management Studies, Jaipur	Three weeks training Administration and Management
4	Institute for Resource Management and Economic Development, Delhi	Integrated Socio Economic and Environmental Impacts of Infrastructure Projects
5	Management Development Centre, Shepherdstown, West Virginia (USA)	Management Development
6	Institute of Public Administration, Government of Himachal Pradesh	Rural Development Administration and Administration of Anti-Poverty Programmes
7	Haryana Institute of Public Administration	Managing Poverty Alleviation Programme
8.	Haryana Institute of Public Administration	Departmental Enquiry
9	CMC Limited	MIS and Computer Applications in Government (Level I Course)
10	University of Berkley (USA)	Negotiation for Public Leaders
11	University of Canberra (Australia)	Sports Management
12	World Bank, Washington (USA)	Frontiers in Development Policy Course
13	Management Development Centre, Shepherdstown, West Virginia (USA)	Management Development

Literary Pursuits

Dr. Khandelwal contributed in the literary field not only in official capacities of literary organizations but also by bringing out about a dozen of publications for mass reading and reference.

He served following Literary organisations as Executive Vice President:

1. Haryana Sahitya Academy, Panchkula
2. Haryana Granth Academy, Panchkula
3. Haryana Urdu Academy, Panchkula
4. Haryana Punjabi Academy, Panchkula
5. Haryana Sanskrit Academy, Panchkula
6. Haryana Cultural Academy, Panchkula and
7. Multi Art Cultural Centre Kurukshetra, Panchkula

He was Chief Editor of following magazines:

1. Hari Gandha (Hindi Literature Magazine)
2. Katha Samay (Hindi Stories Magazine)
3. Jamuna Tat (Urdu Literature Magazine)
4. Sabd Boond (Punjabi Literature Magazine)
5. Hari Prabha (Sanskrit Literature Magazine)
6. Sapt Sindhu (Literature research Magazine)
7. Haryana Samvad (Hindi)
8. Haryana Review(English)
9. Haryana Krishi Samvad (Hindi)
10. Ubarda Haryana(Punjabi)
11. Tamire-Ae-Haryana (Urdu)
12. Haryana Scout Samvad (Bi-lingual)
13. Jai Haryana (Hindi)
14. Haryana Labour Journal

15. Shiksha Lok (Hindi) etc.

Books Authored:

He has authored more than a dozen books on various subjects such as engineering, management, literature, culture, economics, computers, law, environment. Some of the major publications are:

1. Project Management- PERT and CPM
2. Computer Fundamentals
3. Economics Study
4. A Commentary and Digest on the Factories Act, 1948
5. Labour Laws Manual
6. Factories Inspection Manual
7. A commentary and Digest on the Right to Information Act, 2005
8. A Commentary and Digest on Punjab Shops and Commercial Establishments Act, 1958
9. A Commentary and Digest on the Right to Information Act, 2005, Second Edition 2014
10. An Encyclopaedia on Haryana in 10 Volumes.
11. Haryana-Lok Sanskriti ke Jharokhe Se
12. A Commentary and Digest on Real Estate (Regulation & Development) Act, 2016 with commentary (first edition and second edition)
13. A Commentary and Treatise on Socio- Economic Offences
14. Techno- Legal Digest on Noise Pollution (Causes, Effects and Control)
15. A Commentary and Digest on the Air (Prevention and Control of Pollution) Act, 1981
16. Haryana Pollution Code (Section Edition)
17. What is Scouting?
18. Haryana from the Pages of History
19. Haryana Etihās Ke Panoon Sey (Hindi)
20. Transforming Haryana – Progressing Haryana
21. Haryana Sports Power House

Social Contributions

Right since his schooling, he has had leanings for social cause and he continues to maintain the same even at present.

Dr. Khandelwal has been constantly serving the social cause by assuming responsibilities in Bharat Scouts and Guides in different capacities. He has served this social organization as Chief National Commissioner, Bharat Scouts and Guides, India and also State Chief Commissioner, Bharat Scouts and Guides Haryana. He is a member of Financial Committee of Asia Pacific Region of World Scouting. In a bid to take Scouting at International level, Dr. Khandelwal participated in World Conferences and International Jamborees. His contribution was recognized by honouring him with awards at national and international level in Scouting.

Awards

Dr Khandelwal has been honoured by various awards during his carrier which are as under:

SI No	Award	Awarded by
1	Silver Elephant Award for Excellent Contribution to Scout/Guide movement	Hon'ble President of India Awarded Highest award of Bharat Scouts and Guides
2	Appointed Member, Asia-Pacific Regional Financial Resources Sub-committee	World Organisation of the Scout Movement Asia-Pacific Region
3	Appointed Member, Asia-Pacific Regional, Financial Management Sub-Committee	World Organisation of the Scout Movement Asia-Pacific Region
4	First Class Scouts	Scouts and Guides Rajasthan State
5	Asia-Pacific Growth Seminar	Asia-Pacific Support Centre of the World Scout Bureau
6	APR Workshop on Marketing of Scouting for Growth	Asia-Pacific Region of World Organisation of Scout Movement
7	38 th World Scout Conference, Jeju Island, Republic of Korea	World Organisation of Scout Movement
8	Asia-Pacific Region Programme Sub Committee	World Organisation of Scout Movement

9	APR Workshop on Partnership & Self-Reliance at Manila (Philippines)	Asia-Pacific Region of World Organisation of Scout Movement
10	World Scout Conference in Azerbaijan	World Organisation of Scout Movement
11	Certificate "B"	National Cadet Corps, Ministry of Defence, Government of India
12	Certificate "C"	National Cadet Corps, Ministry of Defence, Government of India

The Company follows a robust process for Board appointments. The Board deliberates on various factors including the present composition of the Board to ensure optimum combination of executive and non-executive directors including independent directors, tenure of the board members, skill matrix including skill gaps, diversity, time-commitment and statutory requirements etc.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Dr. Krishana Kumar Khandelwal, as a Non-Executive Independent Director of the Company.

The Board has received requisite disclosures/declarations from Dr. Khandelwal (i) consent to act as Directors u/s 152 of the Act (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director; (iv) declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (v) declaration of independence u/s 149 of the Act, Regulation 16(1)(b) and Regulation 25(8) of Listing Regulations and assessed the veracity of the same; and all other necessary information/documents/declarations (vi) notice u/s 160 of the Act proposing his candidature as Independent Director of the Company and all other necessary information/documents/declarations. Further, Dr. Khandelwal has registered himself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

Further, the proposed resolution should be treated as recommendation for appointment of Dr. Krishana Kumar Khandelwal as a Director as well as Independent Director of the Company.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed as Annexure-1 and forms part of this notice.

Dr. Krishana Kumar Khandelwal is not related to any Director or any other Key Managerial Personal of the Company.

Except Dr. Krishana Kumar Khandelwal, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 1 of the Notice.

ITEM NO.2

The Members are hereby informed that Securities and Exchange Board of India vide its notification number SEBI/LAD-NRO/GN/2023/119 dated February 2, 2023 ("SEBI Notification"), amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation"). Pursuant to the amendment(s), "If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors."

Further, the Companies, whose debt securities are listed as on the date of publication of the aforesaid circular, shall amend their Articles of Association to comply with above mentioned provision, on or before September 30, 2023. However, this is to clarify that as on date, the Company has not issued any debentures.

The Debenture Trustee, individually or collectively shall have a right but not an obligation to appoint from time to time any person or persons as a Nominee Director or Nominee Directors on the Board of the Company in the event of: (i) two consecutive defaults in payment of interest to the debenture holders; or (ii) default in creation of security for debentures; or (iii) default in redemption of debentures (iv) any other event as may be prescribed by Securities and Exchange Board of India

In order to make the Articles of Association ("AOA") of the Company to comply with the above mentioned requirements, the Board of Directors of the Company vide its circular resolution dated August 03, 2023, had inter alia, approved the insertion of a new clause 102(d) in the Articles of Association of the Company, w.r.t. the appointment of Nominee Director by the Debenture Trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

The consent of the members of the Company by way of a Special Resolution is required for alteration in Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The draft of the amended AOA of the Company is available for inspection by the members in accordance with the applicable provisions of the Companies Act, 2013. Your Directors recommend the resolution set out at Item no. 2 for approval of the Members by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel, Promoter of the Company and their relatives thereof is in anyway concerned or interested financially or otherwise in the proposed resolution.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS

Name of Director	Dr. Krishana Kumar Khandelwal
DIN	09477623
Date of Birth	September 30, 1958
Age	64 years
Nationality	Indian
Qualification	He is post graduate in eight other disciplines including MA (Hosp. Admn.), MA (Hum. Rights), MA (Eco.), MA (Soc), MA (Psy.), MA (Pub. Admn.) MSW, M. Com (Ins. Mgmt).
Experience (including expertise in specific functional area)/ Brief Resume	Dr. Krishana Kumar Khandelwal (Aged 64 years) began his career as an Assistant Professor in two Universities consecutively before joining IAS. He joined Indian Administrative Service in the Year 1985 and was allocated to Haryana. He worked in several administrative positions and has been Deputy Commissioner of Faridabad and Chandigarh. While working as District Magistrate, District Collector and Deputy Commissioner Chandigarh, he also headed 28 departments. He is also specialized in Information Technology by earning a degree in Master of Science (IT), Master in Computer Applications and Master of Philosophy in Computers. He is a qualified library science professional having both Bachelors and Master's degree in Library Science.
Justification of his appointment	Nomination and Remuneration Committee and Board of Directors considering his qualifications, vast & rich experience opine that his appointment will enhance the skills matrix of the Board and will be in the best interest of the Company. He inter-alia brings in skills and experience of finance & risk, governance & regulatory, engineering & technology and leadership & strategy.
Terms and Conditions of Appointment / Reappointment	As disclosed in explanatory statement at item no. 1
Existing and Proposed Remuneration (including sitting fees, if any)	Existing remuneration last drawn is Nil. He will be paid sitting fee as per Nomination and Remuneration Policy of the Company read with the provisions of the Act
Date of first appointment on the Board	15.06.2023
Shareholding in the Company as on August 03, 2023, including shareholding as a beneficial owner in listed entity	Nil
Relationship with other Directors/ Key Managerial Personnel/ Manager	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended till the date of this postal ballot notice.	Nil
Directorships of other Boards as on August 03, 2023	Vagmine Consultants (OPC) Private Limited
Membership/ Chairmanship of Committees (Audit Committee and Stakeholders Relationship Committee position of public Limited Companies) of other Boards as on August 03, 2023	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Registered Office:

Uno Minda Limited

(formerly known as Minda industries Limited)

B-64/1, Wazirpur Industrial Area, Delhi-110052

CIN : L74899DL1992PLC050333

Date : 03-08-2023

Place : Gurugram

**By order of the Board of Uno Minda Limited
(formerly known as Minda industries Limited)**

**Tarun Kumar Srivastava
Company Secretary
Membership no. ACS-11994**